

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

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HARBORVIEW MASTER FUND, LP,

Plaintiff,

-against-

LIGHTPATH TECHNOLOGIES, INC.,  
KENNETH BRIZEL and ROBERT RIPP,

Defendants.

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CIVIL ACTION NO. 07 Civ. 9228 (NRB)

**DECLARATION OF ONA T. WANG**

I, Ona T. Wang, declare that:

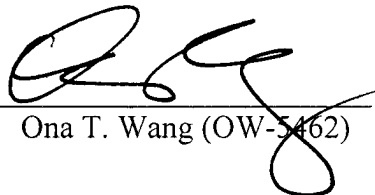
1. I am an attorney admitted to practice before the courts of the State of New York and the bar of this Court. I am a partner with the law firm of Baker & Hostetler LLP, attorneys for defendant LightPath Technologies, Inc. ("LightPath") in this action.

2. Attached as Exhibit 1 is a copy of the Securities Purchase Agreement, dated July 26, 2007, referenced by plaintiff Harborview Master Fund, LP ("Harborview"), in ¶¶ 11, 23-25, 27, 29, and 31 of its Complaint. The signature pages of other investors have been omitted.

3. Attached as Exhibit 2 is a copy of LightPath's Form 8-K, dated September 20, 2007, reporting Kenneth Brizel's departure as President and Chief Executive Officer, James Gaynor's appointment as interim Chief Executive Officer, and attaching LightPath's September 19, 2007 press release. LightPath's September 19, 2007 press release is referenced in ¶¶ 13-15, 25, 29, and 41 of the Complaint.

4. I certify under penalty of perjury that the foregoing is true and correct.

Executed on December 21, 2007

  
Ona T. Wang (OW-5462)